

Attachment B - Certificate of Incorporation and Certificate of Authority

See Attached

00719954

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2000-09-15 15:20:58

Cook County Recorder 31.00

File Number 6122-944-2



00719954

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF CYPRESS COMMUNICATIONS OPERATING COMPANY, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 23RD day of AUGUST A.D. 2000 and of the Independence of the United States the two hundred and 25TH .



Jesse White

Secretary of State

C-212.3

BOX 170

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CYPRESS COMMUNICATIONS OPERATING COMPANY, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2000, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.





Edward J. Freel, Secretary of State

3207755 8100

AUTHENTICATION: 0367296

001175593

DATE: 04-07-00

CERTIFICATE OF INCORPORATION
OF
CYPRESS COMMUNICATIONS OPERATING COMPANY, INC.

1. The name of the corporation is Cypress Communications Operating Company, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock. The par value of each of share is \$01.
5. The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Michael S. Turner	Goodwin, Procter & Hoar LLP Exchange Place Boston, MA 02109

The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation.

6. The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>Name</u>	<u>Mailing Address</u>
R. Stanley Allen	c/o Cypress Communications, Inc. Fifteen Piedmont Center Suite 710 Atlanta, GA 30305

Mark A. Graves

c/o Cypress Communications, Inc.
Fifteen Piedmont Center
Suite 710
Atlanta, GA 30305

Barry L. Boniface

c/o Cypress Communications, Inc.
Fifteen Piedmont Center
Suite 710
Atlanta, GA 30305

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. No amendment or repeal of this Section shall adversely affect the rights and protection afforded to a director of the corporation under this Section for acts or omissions occurring prior to such amendment or repeal.

10. No action on a matter to be taken by stockholders without a meeting under Section 228 of the Delaware General Corporation Law may be taken without the written consent of the holders of all of the outstanding stock entitled to vote on the matter.

11. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does hereby make this certificate, hereby declaring and certifying that it is his free act and deed and the facts herein stated are true, and accordingly he has hereunto set his hand this 6th day of April, 2000.

Michael S. Turner

Michael S. Turner, Incorporator

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